

BEFORE THE DEPUTY INSURANCE COMMISSIONER  
OF THE  
COMMONWEALTH OF PENNSYLVANIA

In Re:	:	Pursuant to Sections 1401, 1402,
	:	and 1403 of the Insurance
Application of KnightBrook LLC in	:	Holding Companies Act, Article
Support of the Request for Approval to	:	XIV of the Insurance Company
Merge Commerce Protective Insurance	:	Law of 1921, Act of May 17, 1921,
Company with and into KnightBrook	:	P.L. 682, <u>as amended</u> , 40 P.S.
Insurance Company in a Transaction	:	§§991.1401, 991.1402, and
Exempt from the Requirements of 40 P.S.	:	991.1403; Sections 1921 through
§991.1402	:	1929 of the 1988 Business
	:	Corporation Law, Act of
	:	December 21, 1988, P.L. 1444, No.
	:	177, <u>as amended</u> , 15 Pa. C.S.
	:	§§1921-1928; Sections 205 and 207
	:	of the GAA Amendments Act of
	:	1990, Act of December 19, 1990,
	:	P.L. 834, No. 198, <u>as amended</u> , 15
	:	P.S. §§21205 and 21207.
	:	
	:	Order No. ID-RC-11-37

DECISION AND ORDER

AND NOW, on this 15th day of December, 2011, Stephen J. Johnson, Deputy Insurance Commissioner of the Commonwealth of Pennsylvania (“Deputy Commissioner”), hereby makes the following Decision and Order:

Pursuant to the Insurance Holding Companies Act, the 1988 Business Corporation Law and the GAA Amendments Act of 1990, and in consideration of the documents, presentations and reports received, as well as other inquiries and studies as permitted by law, the Deputy Commissioner hereby makes the following findings of fact:

FINDINGS OF FACT

Identity of Entities

1. Commerce Protective Insurance Company (“Commerce Protective”) is a stock property insurance company organized under the laws of the Commonwealth of Pennsylvania with its principal place of business in Elizabethtown, Pennsylvania.

2. KnightBrook Insurance Company (“KIC”) is a foreign admitted stock property insurance company organized under the laws of the State of Delaware with its principal place of business located in Wilmington, Delaware.
3. KnightBrook LLC (“KnightBrook”) is a limited liability company organized under the laws of the State of Delaware with its principal place of business located in Los Angeles, California. KnightBrook directly holds 100% of the issued and outstanding capital stock of KIC.
4. Venbrook Insurance Holdings, LLC (“Venbrook”) is a limited liability company organized under the laws of the State of Delaware with its principal place of business in Woodland Hills, California. Venbrook directly holds 32% of the issued and outstanding capital stock of KnightBrook.
5. Venbrook Group, LLC (“Venbrook Group”) is a limited liability company organized under the laws of the State of Delaware with its principal place of business in Woodland Hills, California. Venbrook Group directly holds 100% of the issued and outstanding capital stock of Venbrook.
6. Jason D. Turner (“Turner”) is an individual with his principal place of business in Woodland Hills, California. Turner controls 29.49% of the voting securities of Venbrook Group.
7. William Lopatin (“Lopatin”) is an individual with his principal place of business in Woodland Hills, California. Lopatin controls 28.69% of the voting securities of Venbrook Group.
8. Marc J. Bishara (“Bishara”) is an individual with his principal place of business in Woodland Hills, California. Bishara controls 22.25% of the voting securities of Venbrook Group.
9. Creo Capital Partners II (“Creo”) is a business partnership with its principal place of business located in Santa Monica, California. Creo controls 15.56% of the voting securities of Venbrook Group.
10. Knight Holdings, Inc. (“Knight”) is a business corporation organized under the laws of the State of Nevada with its principal place of business located in Los Angeles, California. Knight currently controls 43.2% of the voting securities of KnightBrook.
11. Donald R. Hankey (“Hankey”) is an individual with his principal place of business located in Los Angeles, California. Hankey, both directly and through the Don R. Hankey Revocable Trust, controls 93.04% of the voting securities of Knight.

12. Hankey LLC is a business corporation organized under the laws of the State of Nevada with its principal place of business located in Los Angeles, California. Hankey LLC currently controls 24.8% of the voting securities of KnightBrook.

### Background

13. KnightBrook previously filed an application requesting approval to acquire 100% of the issued and outstanding capital stock of Commerce Protective (“Proposed Acquisition”).
14. By Department order ID-RC-11-36 the Department approved Proposed Acquisition.
15. After consummation of Proposed Acquisition, KnightBrook will hold 100% of the issued and outstanding capital stock of both Commerce Protective and KIC.

### The Filing

16. The Insurance Holding Companies Act, Article XIV of the Insurance Company Law of 1921, Act of May 17, 1921, P.L. 682, as amended, 40 P.S. §§991.1401 et seq. (“Insurance Holding Companies Act”), provides that all mergers or other acquisitions of control of domestic insurers must be filed with the Department for approval or disapproval.
17. Section 1402 (g) of the Insurance Holding Companies Act provides for exemption from the requirements of Section 1402:
  - a. if the merger does not have the effect of changing or influencing the control of a domestic insurer, or
  - b. if the transaction is otherwise not comprehended within the purposes of Section 1402.
18. The 1988 Business Corporation Law, Act of December 21, 1988, P.L. 1444, as amended, Sections 1921 through 1929, 15 Pa. C.S. §§1921 through 1929 (“1988 BCL”), and the GAA Amendments Act of 1990, P.L. 834, No. 198, as amended, 15 P.S. §§21205, 21207 (“GAA Amendments Act”), provide that all plans of merger of domestic insurers must be filed with the Department for approval or disapproval.
19. On December 1, 2011, the Insurance Department of the Commonwealth of Pennsylvania (“Department”) received an initial application (which together with all material received subsequently is collectively referenced as “Application”) from KnightBrook requesting approval to cause the merger of Commerce Protective with and into KIC, with KIC the survivor of the merger.

20. The Application was filed with the Department pursuant to Section 1402(g) of the Insurance Holding Companies Act and Section 205 of the GAA Amendments Act.

The Transaction

21. KnightBrook has provided a Plan and Agreement of Merger (“Plan of Merger”) pursuant to Section 1924(b) of the 1988 BCL.
22. Plan of Merger provides for Commerce Protective to merge with and into KIC, with KIC being the surviving corporation (“the Merger”).
23. As described in the Application, upon the effective date of the Merger each share of common stock of Commerce Protective issued and outstanding immediately prior to the effective date of the Merger would be surrendered and extinguished.
24. As described in the Application, at the effective date of the Merger, the Articles of Incorporation and By-Laws of KIC in effect at the effective date of the Merger would be the Articles of Incorporation and By-Laws of KIC after the Merger.
25. As described in the Application, the members of the board of directors and the officers of KIC at the effective date of the Merger would be the members of the board of directors and the officers of KIC after the Merger.
26. As described in the Application, KIC would thenceforth be responsible and liable for all the liabilities and obligations of Commerce Protective.
27. If any of the above Findings of Fact are determined to be Conclusions of Law, they shall be incorporated in the Conclusions of Law as if fully set forth therein.

## CONCLUSIONS OF LAW

1. Under Section 1402 of the Insurance Holding Companies Act, the Department has jurisdiction to review and approve the merger of Commerce Protective with and into KIC.
2. Under Section 1402(g) of the Insurance Holding Companies Act, the Department shall exempt a merger from the requirements of Section 1402 if the merger does not have the effect of changing or influencing the control of a domestic insurer.
3. Pursuant to Section 1402(g) of the Insurance Holding Companies Act, the Deputy Commissioner concludes that the proposed merger does not change the ultimate controlling person of the parties to the merger and, therefore, is exempt from the requirements of the Insurance Holding Companies Act.
4. The Deputy Commissioner concludes that the preparation of the Plan of Merger, pertaining to the terms and conditions, satisfies the requirements of Section 1922 of the 1988 BCL.
5. The Deputy Commissioner concludes that the Plan of Merger satisfies the requirements of Section 1924.
6. The Deputy Commissioner concludes that the Articles of Merger will satisfy the requirements of Section 1926 of the 1988 BCL.
7. The Deputy Commissioner concludes that the Plan of Merger will be effective upon proper filing of Articles of Merger with the Pennsylvania Department of State pursuant to Sections 1927 and 1928 of the 1988 BCL.
8. The Deputy Commissioner concludes that, if the proposed merger is consummated, all the rights, privileges, immunities, powers and purposes of Commerce Protective will be conveyed to the surviving entity, as a matter of law, pursuant to Section 1929 of the 1988 BCL.
9. Pursuant to Section 205(b) of the GAA Amendments Act, the Deputy Commissioner, concludes that the terms and conditions of the proposed merger are fair and that the proposed merger is in accordance with law and not injurious to the interests of the policyholders and creditors.
10. The Application satisfies the requirements of the Insurance Holding Companies Act, the 1988 BCL and the GAA Amendments Act.
11. If any of the above Conclusions of Law are determined to be Findings of Fact, they shall be incorporated in the Findings of Fact as if fully set forth therein.

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	:	
	:	Order No. ID-RC-11-37

ORDER

Upon consideration of the foregoing, the Deputy Insurance Commissioner of the Commonwealth of Pennsylvania (“Deputy Commissioner”) hereby approves the application of KnightBrook LLC (“KnightBrook”) requesting approval of the merger of Commerce Protective Insurance Company with and into KnightBrook Insurance Company subject to the following conditions:

1. KnightBrook shall submit any changes made to the Articles of Merger, Plan of Merger or any of the draft documents provided with the Application to the Deputy Commissioner prior to execution of the changed document.
2. An approving determination must be granted by the Delaware Insurance Administration, before Articles of Merger are filed with the Pennsylvania Department of State. A certified copy of the Delaware approval shall be provided to the Deputy Commissioner within three (3) business days of receipt by KnightBrook.
3. A copy of the Articles of Merger shall be filed with the Deputy Commissioner not later than ten (10) days after their filing with the Pennsylvania Department of

State.

4. This transaction may be recorded as effective for accounting purpose as of the first day of the calendar quarter in which the merger is consummated.

This Order is effective immediately.

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STEPHEN J. JOHNSON  
Deputy Insurance Commissioner  
Commonwealth of Pennsylvania